

ROYAL CUSHION VINYL PRODUCTS LIMITED
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
QUARTER ENDING 31st DECEMBER, 2014

Particulars	Clause of Listing Agreement	Compliance status (Yes/No.)	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	Duly Complied
(B) Independent Directors	49(II B)	No	Since our Company is BIFR and we are trying to appoint Independent Director but none of the outsiders are responding for appointment of Independent Director.
(C) Non-executive Directors' compensation & disclosures	49(II C)	N.A.	No compensation is paid to Non-executive Directors
(D) Other provisions as to Board and Committee	49(II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	Duly Complied
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	No	Refer our letter dated 24/06/2014.
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49(III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	N. A.	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosure	49 (VIII)		
(A) Related party transactions	49(VIII A)	Yes	Complied in Annual Report
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Complied in Annual Report
(C) Remuneration of Directors	49(VIII C)	Yes	As per approval of Central Govt.
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public issues, rights issues, preferential issues etc.	49(VIII F)	(Nil)Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	Complied in Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Complied in Annual Report
XI. Compliance	49(XI)	Yes	Complied in Annual Report